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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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NOTICE OF FILING OF NOTICE OF ASSUMPTION AND  
ASSIGNMENT WITH RESPECT TO CERTAIN EXECUTORY  
CONTRACTS OR UNEXPIRED LEASES TO BE ASSUMED AND ASSIGNED  
TO DIP HOLDCO 3, LLC UNDER MODIFIED PLAN OF REORGANIZATION

("NOTICE OF FILING DIP HOLDCO 3, LLC ASSUMPTION AND  
ASSIGNMENT NOTICE")

1. On June 16, 2009, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), filed the First Amended Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (the "Modified Plan") (Docket No. 17030).

2. On the same date, the Debtors also filed the Supplement To First Amended Disclosure Statement With Respect To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17031).

3. Also on June 16, 2009, the Court entered the Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date to Consider Modifications to Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date (Docket No. 17032) (the "Modification Procedures Order"), as amended and supplemented by the Supplemental Modification Procedures Order entered by the Bankruptcy Court on June 29, 2009 (Docket No. 17376), the Second Supplemental Modification Procedures Order (Docket No. 18352), and the Third Supplemental Modification Procedures Order (Docket No. 18551) (collectively, the "Supplemental Procedures").

4. Paragraph 35 of the Modification Procedures and the Supplemental Procedures requires that if an alternative transaction or pure credit bid is selected by the Debtors as the highest or otherwise best offer, such that a party other than Parnassus Holdings II, LLC is selected as the successful bidder, the Debtors are required to send a notice (the "New Buyer Notice") to contract counterparties and provide the contract counterparties with an opportunity to

challenge adequate assurance of future performance of the successful bidder. Attached hereto as Exhibit A is a copy of the New Buyer Notice that was served upon such contract counterparties, notifying them that the Debtors had selected DIP Holdco 3, LLC as the successful bidder.

Dated: New York, New York  
July 28, 2009

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